

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
ALTA MESA RESOURCES, INC., et al.,	§	Case No. 19-35133 (MI)
	§	
Debtors.¹	§	(Jointly Administered)
	§	

**DEBTORS' SUPPLEMENTAL WITNESS AND EXHIBIT LIST
FOR HEARING ON MAY 27, 2020**

Alta Mesa Resources, Inc. (“AMR”) and its debtor subsidiaries (the “AMH Debtors”) and Kingfisher Midstream, LLC and its debtor subsidiaries (the “KFM Debtors,” together with the AMH Debtors, the “Debtors”), as debtors and debtors in possession in the above-captioned chapter 11 cases, file this witness and exhibit list (the “**Supplemental Witness and Exhibit List**”) for the hearing scheduled for **May 27, 2020, at 9:00 a.m. (CST)** before the Honorable Marvin Isgur at the United States Bankruptcy Court for the Southern District of Texas, Courtroom 404, 515 Rusk Avenue, Houston, Texas 77002 (the “**Hearing**”). This list supplements the *Debtors’ Witness and Exhibit List for Hearing on May 27, 2020* [Docket No. 1741].

ADDITIONAL WITNESSES

The Debtors may call the following additional witnesses at the Hearing:

6. James Daloia of Prime Clerk LLC;
7. Craig E. Johnson of Prime Clerk LLC;

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Alta Mesa Resources, Inc. (3840); Alta Mesa Holdings, LP (5150); Alta Mesa Holdings GP, LLC (0642); OEM GP, LLC (0958); Alta Mesa Finance Services Corp. (5673); Alta Mesa Services, LP (7295); Oklahoma Energy Acquisitions, LP (3762); SRII Opco GP, LLC (3729); SRII Opco, LP (5874); Kingfisher Midstream, LLC (1357); Kingfisher STACK Oil Pipeline, LLC (8858); Oklahoma Produced Water Solutions, LLC (0256); and Cimarron Express Pipeline, LLC (1545). The Debtors’ mailing address is 15021 Katy Freeway, 4th Floor, Houston, Texas 77094.

8. Any witness called or listed by any other party;
9. Any witness necessary to lay the foundation for the admissions of exhibits; and
10. Any rebuttal and/or impeachment witnesses.

SUPPLEMENTAL EXHIBITS

The Debtors may offer into evidence any one or more of the following exhibits:

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
20.	<i>Notice of Filing of Plan Supplement for Amended Joint Chapter 11 Plan of KFM Debtors [Docket No. 1682]</i>				
21.	<i>Affidavit of Publication, filed on May 15, 2020 [Docket No. 1701] (excerpts)</i>				
22.	<i>Declaration of James Daloia of Prime Clerk LLC Regarding the Solicitation of Votes and Tabulation of Ballots Cast on the Joint Plan of Liquidation of Alta Mesa Resources, Inc. and its AMH and SRII Debtor Affiliates Under Chapter 11 of the Bankruptcy Code [Docket No. 1743]</i>				
23.	<i>Declaration of Craig E. Johnson of Prime Clerk LLC Regarding Solicitation of Votes and Tabulation of Ballots Cast on Amended Joint Chapter 11 Plan of KFM Debtors [Docket No. 1745]</i>				
24.	<i>Declaration of Gregg Laswell in Support of (I) Final Approval of Disclosure Statement and (II) Confirmation of Amended Joint Chapter 11 Plan of KFM Debtors [Docket No. 1752]</i>				
25.	<i>Declaration of Marc A. Beilinson in Support of Amended Joint Chapter 11 Plan of KFM Debtors [Docket No. 1753]</i>				
26.	<i>First Amended Joint Plan of Liquidation of Alta Mesa Resources, Inc. and its AMH and SRII Debtor Affiliates Under Chapter 11 of the Bankruptcy Code [Docket No. 1757]</i>				
27.	<i>Notice of Filing Redline of First Amended Joint Plan of Liquidation of Alta Mesa Resources, Inc. and its AMH and SRII Debtor Affiliates Under Chapter 11 of the Bankruptcy Code [Docket No. 1758]</i>				

EXHIBIT NO.	DESCRIPTION	OFFERED	OBJECTION	ADMITTED	DATE
28.	<i>Notice of Filing of Second Plan Supplement for the First Amended Joint Plan of Liquidation of Alta Mesa Resources, Inc. and its AMH and SRII Debtor Affiliates Under Chapter 11 of the Bankruptcy Code [Docket No. 1761]</i>				
29.	<i>Declaration of Robert Albergotti in Support of Entry of an Order Approving the AMR/AMH Debtors' Disclosure Statement and Confirming the First Amended Joint Plan of Liquidation of Alta Mesa Resources, Inc. and its AMH and SRII Debtor Affiliates Under Chapter 11 of the Bankruptcy Code [Docket No. 1762]</i>				
30.	Any pleading or other document filed with the Court on the docket of the above-captioned chapter 11 cases				
31.	Any exhibit necessary to rebut the evidence or testimony of any witness offered or designated by any other party				
32.	Any exhibit listed by any other party				

The Debtors reserve the right to further amend or supplement the Supplemental Witness and Exhibit List at any time prior to or during the Hearing.

Dated: May 26, 2020
Houston, Texas

Respectfully submitted,

/s/ John F. Higgins

John F. Higgins (TX 09597500)
Eric M. English (TX 24062714)
Aaron J. Power (TX 24058058)
M. Shane Johnson (TX 24083263)
PORTER HEDGES LLP
1000 Main Street, 36th Floor
Houston, Texas 77002
Telephone: (713) 226-6000
Fax: (713) 226-6248
Email: jhiggins@porterhedges.com
eenglish@porterhedges.com
apower@porterhedges.com
sjohnson@porterhedges.com

– and –

George A. Davis (admitted *pro hac vice*)
Annemarie V. Reilly (admitted *pro hac vice*)
Brett M. Neve (admitted *pro hac vice*)
LATHAM & WATKINS LLP
885 Third Avenue
New York, NY 10022
Telephone: (212) 906-1200
Facsimile: (212) 751-4864
Email: george.davis@lw.com
annemarie.reilly@lw.com
brett.neve@lw.com

– and –

Caroline Reckler (admitted *pro hac vice*)
LATHAM & WATKINS LLP
330 North Wabash Avenue, Suite 2800
Chicago, IL 60611
Telephone: (312) 876-7700
Facsimile: (312) 993-9667
Email: caroline.reckler@lw.com

– and –

Andrew Sorkin (admitted *pro hac vice*)

LATHAM & WATKINS LLP

555 Eleventh Street, Suite 1000

Washington, D.C. 20004

Telephone: (202) 637-2200

Facsimile: (202) 637-2201

Email: andrew.sorkin@lw.com

*Counsel for AMR, the AMH Debtors, the SRII
Debtors and Debtors in Possession*

/s/ Paul R. Genender

WEIL, GOTSHAL & MANGES LLP

Paul R. Genender (00790758)

Amanda Pennington Prugh (24083646)

200 Crescent Court, Suite 300

Dallas, Texas 75201

Telephone: (214) 746-7700

Facsimile: (214) 746-7777

Email: Paul.Genender@weil.com

Amanda.Prugh@weil.com

– and –

WEIL, GOTSHAL & MANGES LLP

Alfredo R. Pérez (15776275)

700 Louisiana Street, Suite 1700

Houston, Texas 77002

Telephone: (713) 546-5000

Facsimile: (713) 224-9511

Email: Alfredo.Perez@weil.com

– and –

WEIL, GOTSHAL & MANGES LLP

Ray C. Schrock, P.C. (admitted *pro hac vice*)

Kelly DiBlasi (admitted *pro hac vice*)

Lauren Tauro (admitted *pro hac vice*)

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Email: Ray.Schrock@weil.com

Kelly.DiBlasi@weil.com

Lauren.Tauro@weil.com

Attorneys for KFM Debtors

Certificate of Service

I hereby certify that on May 26, 2020, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas, and will be served as set forth in the Affidavit of Service to be filed by the Debtors' claims, noticing, and solicitation agent.

/s/ John F. Higgins

John F. Higgins